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November 30, 2004

The Honorable Mark L. Wolf
United States District Court
for the District of Massachusetts
John Joseph Moakley United States Courthouse
One Courthouse Way, Room 5110
Boston, Massachusetts 02210

**Re: *Awali et al. v. Fidelity Management and Research Co. et al.*, 04-Civ-11709
(MLW)**

***Fallert et al. v. Fidelity Management and Research Co. et al.*, 04-Civ-11812
(MLW)**

***Bennett et al. v. Fidelity Management and Research Co. et al.*, 04-Civ-11651
(MLW)**

***Haugen et al. v. Fidelity Management and Research Co. et al.*, 04-Civ-11756
(MLW)**

Dear Judge Wolf:

We are counsel for defendants J. Michael Cook, Ralph F. Cox, Robert M. Gates, George H. Heilmeier, Donald J. Kirk, Marie L. Knowles, Ned C. Lautenbach, Marvin L. Mann, William O. McCoy, Gerald C. McDonough, and William S. Stavropoulos (collectively, the “Independent Trustees”) in the *Awali* and *Fallert* actions pending before Your Honor.

Plaintiffs in the *Awali* and *Fallert* actions seek to consolidate those actions with the *Bennett* and *Haugen* actions also pending before Your Honor. The Independent Trustees are not named defendants in the *Bennett* and *Haugen* actions. For the reasons set forth in the enclosed response, the Independent Trustees do not oppose consolidation of the *Awali* and *Fallert* actions together with three related actions pending in this District (two before Judge Gertner, and one before Judge O’Toole).¹ They do oppose, however, consolidation of these five actions with the *Bennett* and *Haugen* actions.

¹ *Gilliam et al. v. Fidelity Management and Research Co. et al.*, No. 04-Civ-11600 (NG), *Bogatin et al. v. Fidelity Management and Research Co. et al.*, No. 04-Civ-

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Thank you for your consideration.

Respectfully yours,

/s/Sandra Sue McQuay

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Enclosure

cc: Counsel of record